

EXHIBIT C

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W.R. GRACE & CO., et. al.,) Case No. 01-01139 (JKF)
) (Jointly Administered)
Debtors.)
) Objection Deadline: August 19, 2011 @ 4:00 p.m.
) Hearing Date: Only if Objection is Timely Filed
)

**SIXTEENTH MONTHLY APPLICATION OF SCARFONE HAWKINS LLP
AS SPECIAL COUNSEL FOR THE CANADIAN ZAI CLAIMANTS**

Name of Applicant:	Scarfone Hawkins LLP
Authorized to Provide Professional Services to:	Canadian Zonolite Attic Insulation Claimants ("Canadian ZAI Claimants")
Date of Retention:	March 19, 2010 <i>nunc pro tunc</i> December 21, 2009
Period for which compensation and reimbursement is sought:	June 1, 2011, through June 30, 2011
Amount of compensation sought as actual, reasonable and necessary:	CDN \$ 7,965.00
Amount of expense reimbursement (includes Harmonized Sales Tax of 13% ¹) sought as actual, reasonable and necessary:	CDN \$ 1,067.51

This Applicant's Sixteenth Monthly Application.

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¹ On July 1, 2010, the Harmonized Sales Tax (HST) took effect in Ontario and is applied to most purchases and transactions. The 13% HST replaces the federal goods and services tax (GST) and the provincial sales tax (PST).

Summary of Monthly Fee and Expense Invoice Statements for Compensation Period:

Date Filed	Period Covered	Requested Fees (CDN \$)	Requested Expenses (CDN \$)	Paid Fees (CDN \$)	Paid Expenses (CDN \$)
04/30/2010 Dkt. #24697	December 21, 2009 - March 31, 2010	\$ 98,678.75 Reduction -\$708.50	\$ 10,399.55	\$ 78,943.00 \$ 19,027.25	\$ 10,399.55
06/01/2010 Dkt. #24878	April 1, 2010 – April 30, 2010	\$ 14,765.25	\$ 812.67	\$ 11,812.20 \$ 2,953.05	\$ 812.67
06/30/2010 Dkt. #25015	May 1, 2010 – May 31, 2010	\$ 21,221.25	\$ 3,327.71	\$ 16,977.00 \$ 4,244.25	\$ 3,327.71
07/28/2010 Dkt. #25127	June 1, 2010 – June 30, 2010	\$ 23,507.50	\$ 2,994.15	\$ 18,806.00 \$ 4,701.50	\$ 2,994.15
08/31/2010 Dkt. #25297	July 1, 2010 – July 31, 2010	\$ 17,232.50	\$ 2,259.90	\$ 13,786.00 \$ 3,446.50	\$ 2,259.90
09/29/2010 Dkt. #25497	August 1, 2010 – August 31, 2010	\$ 10,663.75	\$ 1,403.95	\$ 8,531.00 \$ 2,132.75	\$ 1,403.95
10/29/2010 Dkt. #25666	September 1, 2010 – September 30, 2010	\$ 5,833.75	\$ 2,153.94	\$ 4,667.00 \$ 1,166.75	\$ 2,153.94
12/03/2010 Dkt. #25858	October 1, 2010 – October 31, 2010	\$ 6,840.00	\$ 897.99	\$ 5,472.00 \$ 1,368.00	\$ 897.99
01/05/2011 Dkt. #26018	November 1, 2010 – November 30, 2010	\$ 5,030.00	\$ 653.90	\$ 4,024.00 \$ 1,006.00	\$ 653.90
01/28/2011 Dkt. #26132	December 1, 2010 – December 31, 2010	\$ 11,478.75	\$ 1,513.55	\$ 9,183.00 \$ 2,295.75	\$ 1,513.55
03/08/2011 Dkt. #26512	January 1, 2011 – January 31, 2011	\$ 22,076.25	\$ 4,516.93	\$ 17,661.00	\$ 4,516.93
04/01/2011 Dkt. #26700	February 1, 2011 – February 28, 2011	\$ 13,196.25	\$ 2,535.34	\$ 10,557.00	\$ 2535.34
05/12/2011 Dkt. #26925	March 1, 2011 – March 31, 2011	\$ 6,217.50	\$ 808.28	\$ 4,974.00	\$ 808.28
06/10/2011 Dkt. #27068	April 1, 2011 – April 30, 2011	\$ 17,471.25	\$ 2,475.77	\$ 13,977.00	\$ 2,475.77
06/30/2011 Dkt. #27196	May 1, 2011 – May 31, 2011	\$ 3,720.00	\$ 493.40	Pending	Pending

Fee Detail by Professional for the Period of June 1, 2011, through June 30, 2011:

Name of Professional Person	Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice	Hourly Billing Rate ² (including changes)	Total Billed Hours	Total Fees (CDN \$)
David Thompson	Partner, 23 Years 1988	\$525.00	8.30	\$ 4,357.50
David Thompson – Travel		\$262.50	1.00	\$ 262.50
Matthew G. Moloci	Partner, 13 Years 1998	\$450.00	5.60	\$ 2,520.00
Matthew G. Moloci - Travel		\$225.00	1.00	\$225.00
Cindy Yates	Law Clerk, 26 Yrs., 1985	\$120.00	5.00	\$ 600.00
Grand Total			20.90	\$ 7,965.00
Blended Rate				\$ 381.10
Blended Rate (excluding Law Clerk time)				\$ 463.21

Monthly Compensation by Matter Description for the Period of June 1, 2011, through June 30, 2011:

Project Category	Total Hours	Total Fees (CDN \$)
04 - Case Administration	12.70	\$ 5,767.50
11 - Fee Applications, Applicant	8.20	\$ 2,197.50
14 - Hearings	0.00	0.00
16 - Plan and Disclosure Statement	0.00	0.00
20 - Travel (Non-Working)	0.00	0.00
24 - Other	0.00	0.00
TOTAL	20.90	\$ 7,965.00

² Scarfone Hawkins LLP increased its hourly rates as of January 1, 2011.

Monthly Expense Summary for the Period June 1, 2011, through June 30, 2011:

Expense Category	Service Provider (if applicable)	Total Expenses
Photocopies (In House)		0.00
Postage		\$.59
Courier Charge	Federal Express	\$ 22.00
Travel – Meals		0.00
Long Distance Calls		\$ 5.78
Harmonized Sales Tax (HST) 13%		\$ 1,039.13
TOTAL		\$ 1,067.51

PLEASE TAKE NOTICE that Scarfone Hawkins LLP (the “Applicant”) has today filed this Notice of Monthly Fee and Expenses Invoice for June 1, 2011, through June 30, 2011, (this “Monthly Fee Statement”)³ pursuant to the Modified Order Granting The Canadian ZAI Claimants’ Application for Appointment of Special Counsel [Docket No. 24508] and the Amended Administrative Order Under 11 U.S.C., §§ 105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members [Docket No. 1949].

PLEASE TAKE FURTHER NOTICE that responses or objections to this Monthly Fee Statement, if any, must be filed on or before August 19, 2011, at 4:00 p.m. (prevailing Eastern Time) (the “Objection Deadline”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Wilmington, Delaware 19801.

³Applicant’s Invoice for June 1, 2011, through June 30, 2011, is attached hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that you must also serve a copy of any such response or objection upon the Notice Parties so as to be received by the Notice Parties on or before the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that upon the expiration of the Objection Deadline, the Applicant shall file or cause to be filed with the Court, and serve on the Notice Parties, a certificate of no objection, certifying that no objection, or a partial objection, has been filed with the Court relative to this Application, whichever is applicable, after which the Debtors are authorized and required to pay the Applicant an amount equal to (a) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested in the Monthly Fee Statement or (b) eighty percent (80%) of the fees and one hundred percent (100%) of the expenses not subject to any objection. All fees and expenses in this Monthly Fee Statement will be included in the next quarterly application for compensation and reimbursement of expenses to be filed and served by the Applicant at a later date, and will be subject to objections at such time.

PLEASE TAKE FURTHER NOTICE that Applicant respectfully requests that, for the period June 1, 2011, through June 30, 2011, an allowance be made to Scarfone Hawkins LLP for compensation in the amount of CDN \$7,965.00 and actual and necessary expenses in the amount of CDN \$1,067.51 (Includes 13% Harmonized Sales Tax) for a total allowance of CDN \$9,032.51; Actual Interim Payment of CDN \$6,372.00 (80% of the allowed fees) and reimbursement of CDN \$1,067.51 (100% of the allowed expenses) be authorized for a total payment of CDN \$7,439.51; and for such other and further relief as this Court may deem just and proper.

PLEASE TAKE FURTHER NOTICE that Applicant believes that the Application and the description of services set forth herein of work performed are in compliance with the requirements of Delaware Local Rule 2016-2, the Amended Administrative Order, and the applicable guidelines

and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustee. A true and correct copy of the Certification of David Thompson is attached hereto as **Exhibit B**.

Dated: August 4, 2011

Respectfully submitted,

By: /s/ Daniel K. Hogan
Daniel K. Hogan (DE Bar No. 2814)
THE HOGAN FIRM
1311 Delaware Avenue
Wilmington, Delaware 19806
Telephone: 302.656.7540
Facsimile: 302.656.7599
Email: dkhogan@dkhogan.com

**Counsel to the Representative Counsel as Special
Counsel for the Canadian ZAI Claimants**

EXHIBIT A

**W.R. GRACE & CO., et al.
CDN ZAI CLASS ACTION**

U.S. FEE APPLICATION
DATE:
June 30, 2011
OUR FILE NO: 05L121

Scarfone Hawkins LLP

H.S.T. REGISTRATION NO. 873984314 RT - 0001

CANADIAN ZAI MONTHLY FEE APPLICATION
(June 1, 2011 – June 30, 2011)

DATE	PROFESSIONAL SERVICE	LAWYER	RATE/HR	HOURS	AMOUNT
06 /06/11	receipt of and respond to various class member inquiries re: status of settlement implementation	DT	\$525.00	0.25	\$131.25
06 /06/11	prepare for meeting with Don Pinchin, Pinchin Environmental	DT	\$525.00	0.50	\$262.50
06 /06/11	travel to Oakville for meeting with Don Pinchin	DT	\$262.50	0.50	\$131.25
06 /06/11	meeting with Don Pinchin to discuss and review his role as expert, claims administrator, etc.	DT	\$525.00	2.00	\$1,050.00
06 /06/11	return travel to office	DT	\$262.50	0.50	\$131.25
06 /06/11	follow-up email to Don Pinchin, follow-up memo to Matt Moloci, follow-up email to Michel Belanger and Careen Hannouche	DT	\$525.00	0.35	\$183.75
06 /06/11	Travel from Hamilton to Oakville for luncheon meeting with Don Pinchin (0.5); return travel from Oakville to Hamilton (0.5)	MGM	\$225.00	1.00	\$225.00
06 /06/11	Meet with Don Pinchin of Pinchin Environmental and David Thompson regarding CDN ZAI terms of settlement and claims administration; discuss particulars and issues relating to existence and use of ZAI in Canadian homes, inspection, proof of existence, repair and remediation measures, etc., in contemplation of completion of claims administration process; further conferences with Thompson regarding information received and follow-up	MGM	\$450.00	2.00	\$900.00
06 /07/11	Emails from possible CDN ZAI class member Gary Carson inquiring regarding status of plan and final settlement	MGM	\$450.00	0.10	\$45.00
06 /08/11	Email report to possible CDN ZAI class member Gary Carson regarding status of plan and final settlement	MGM	\$450.00	0.20	\$90.00
06 /08/11	Email from Thompson to Pinchin in follow-up to meeting regarding claims administration and expertise; further email from Thompson to Belanger and Hannouche with report regarding meeting with Pinchin; review	MGM	\$450.00	0.20	90.00
06 /08/11	Further emails from and to possible CDN ZAI claimant Gary Carson	MGM	\$450.00	0.10	\$45.00

06 /09/11	receipt of and respond to various class member inquiries, re: status of Canadian settlement	DT	\$525.00	0.25	\$131.25
06 /09/11	follow-up email to Michael Belanger and Careen Hannouche re: Don Pinchin meeting	DT	\$525.00	0.10	\$52.50
06 /09/11	Further email reply to CDN ZAI claimant Gary Carson	MGM	\$450.00	0.10	\$45.00
06 /09/11	Email directions to Christine Hutton, Cindy Yates and Chris Greig requesting further DVD-Rom of CDN ZAI PD Claims documents and database information for claims administration an expertise from Pinchin Environmental; meet with Chris Greig regarding DVD-Rom, claimants documents and Rust Consulting database; provide further directions	MGM	\$450.00	0.50	\$225.00
06 /10/11	receipt Karen Harvey email, receipt Careen Hannouche email, email to Karen Harvey, memos to and from CY re: February payments	DT	\$525.00	0.25	\$131.25
06 /10/11	review fee application received from Karen Harvey, etc., sign certification and return to Karen Harvey	DT	\$525.00	0.25	\$131.25
06 /10/11	receipt and review 14th monthly application, various emails to and from Karen Harvey, etc.	DT	\$525.00	0.35	\$183.75
06 /10/11	receipt of and respond to class member inquiries	DT	\$525.00	0.25	\$131.25
06 /10/11	Email from Karen Harvey inquiring regarding payment from Grace and further wire to SH; further emails from Harvey, Cindy Yates and Careen Hannouche reconciling payments and wire transfers; emails from Karen Harvey with attached 14th Monthly Fee Applications of Scarfone Hawkins, Hogan Law Firm and Lauzon Belanger; review	MGM	\$450.00	0.20	\$90.00
06 /13/11	receipt Karen Harvey emails re: 14th monthly fee application, etc., memos to and from Cindy Yates	DT	\$525.00	0.25	\$131.25
06 /13/11	emails to and from Careen Hannouche regarding meeting with Don Pinchin	DT	\$525.00	0.25	\$131.25
06 /13/11	receipt Careen Hannouche email, email to Careen re: wire transfer of funds	DT	\$525.00	0.20	\$105.00
06 /13/11	Emails from Sue McCormick confirming receipt of wire transfer of funds in payment of fee applications; further emails from Sue McCormick, Cindy Yates and Careen Hannouche regarding receipt and distribution of payments; review	MGM	\$450.00	0.20	\$90.00
06 /13/11	Email from Careen Hannouche regarding report of meeting with Don Pinchin and further follow-up concerning CDN ZAI PD claims administration; emails to and from David Thompson and Careen Hannouche regarding proposed meeting or teleconference;	MGM	\$450.00	0.20	\$90.00
06 /14/11	receipt Careen Hannouche email re: receipt of wire transfer of monies	DT	\$525.00	0.10	\$52.50
06 /14/11	Email from Careen Hannouche confirming receipt of wire transfer in part payment of fee applications	MGM	\$450.00	0.10	\$45.00
06 /14/11	Email from David Thompson to Careen Hannouche regarding proposed teleconference or meeting	MGM	\$450.00	0.10	\$45.00
06 /15/11	receipt of and respond to class member inquiries	DT	\$525.00	0.25	\$131.25
06 /16/11	receipt of and respond to various class member inquiries regarding status of settlement and possible payout of funds	DT	\$525.00	0.35	\$183.75
06 /20/11	emails to and from Careen Hannouche re meeting with Don Pinchin	DT	\$525.00	0.10	\$52.50

06 /20/11	Emails from and to Careen Hannouche and David Thompson regarding proposed meeting for further review and development of CDN ZAI PD claims administration procedure and protocol	MGM	\$450.00	0.10	\$45.00
06 /21/11	receipt MGM memo, review letter to Don Pinchin, memo to MGM all re: Rust database and claims administration	DT	\$525.00	0.25	\$131.25
06 /21/11	receipt of and respond to class member inquiries	DT	\$525.00	0.25	\$131.25
06 /21/11	Review CDN ZAI PD claims database information; conferences with Chris Greig regarding IT support and furtherance of database to Don Pinchin; review database and conversion to MS Access; letter to Pinchin with enclosed DVD-Rom containing CDN ZAI PD claims database; emails from and to Don Pinchin and David Thompson	MGM	\$450.00	0.70	\$315.00
06 /22/11	emails to and from Careen Hannouche regarding meeting with Don Pinchin, receipt Pinchin email and MGM memo	DT	\$525.00	0.25	\$131.25
06 /22/11	Email from Careen Hannouche regarding availability for meeting; email from Hannouche regarding CDN ZAI PD claims database and use of ACT! software program	MGM	\$450.00	0.10	\$45.00
06 /23/11	emails to and from Careen Hannouche with respect to arranging meeting with Don Pinchin	DT	\$525.00	0.10	\$52.50
06 /23/11	Email to Careen Hannouche regarding format of CDN ZAI PD claims database and use by Pinchin and Collectiva	MGM	\$450.00	0.10	\$45.00
06 /24/11	receipt Careen Hannouche email and MGM memo re: ACT! software	DT	\$525.00	0.10	\$52.50
06 /24/11	receipt Karen Harvey emails and follow-up memo to CY re: wire transfer of funds	DT	\$525.00	0.25	\$131.25
06 /24/11	Email from Karen Harvey advising of payment from Grace and initiation of wire transfer to SH LLP	MGM	\$450.00	0.10	\$45.00
06 /27/11	receipt of and respond to class member inquiries, etc.	DT	\$525.00	0.25	\$131.25
06 /27/11	Email from Cindy Yates accounting requesting confirmation of receipt of wire transfer	MGM	\$450.00	0.10	\$45.00
06 /28/11	receipt of and respond to class member inquiries, etc.	DT	\$525.00	0.25	\$131.25
06 /29/11	receipt Careen Hannouche letter, memo to CY	DT	\$525.00	0.10	\$52.50
06 /29/11	receipt Karen Harvey email re: SH May application, memo to CY, etc.	DT	\$525.00	0.10	\$52.50
06 /29/11	Email from Cindy Yates confirming receipt of wire transfer and application of payment; email from Yates to Karen Harvey with draft fee application for May, 2011; review	MGM	\$450.00	0.20	\$90.00
06 /29/11	review dockets for period June 1, 2011 to June 30, 2011, amend dockets, review disbursements, discuss with David Thompson, draft account, review with David Thompson and Matt Moloci, assemble account into form required by U.S. Bankruptcy Court, email to Karen Harvey enclosing monthly fee application for the period of June 1, 2011 to June 30, 2011	LC	\$120.00	5.00	\$600.00
06 /30/11	receipt and review fee application materials from Karen Harvey, discuss and review with Cindy Yates, execute certification, etc., email to Karen Harvey	DT	\$525.00	0.35	\$183.75
06 /30/11	Emails from Karen Harvey with attached 15th Monthly Fee Applications of Scarfone Hawkins, Lauzon Belanger and The Hogan Firm; reply email from Cindy Yates with attached certificate; further emails from Harvey confirming completion and filing of applications	MGM	\$450.00	0.20	\$90.00

	SUB-TOTAL	20.90	\$7,965.00
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TIMEKEEPER	ID	HOURS	RATE	TOTAL	PLUS 13% H.S.T.
DAVID THOMPSON	DT	1.00	\$262.50	\$262.50	\$34.12
DAVID THOMPSON	DT	8.30	\$525.00	\$4,357.50	\$566.48
MATTHEW G. MOLOCI	MGM	1.00	\$225.00	\$225.00	\$29.25
MATTHEW G. MOLOCI	MGM	5.60	\$450.00	\$2,520.00	\$327.60
LAW CLERK Cindy Yates 25 years	CY	5.00	\$120.00	\$600.00	\$78.00
SUB-TOTAL:		20.90		\$7,965.00	\$1,035.45
TOTAL FEES AND TAXES:					\$9,000.45

DISBURSEMENTS SUMMARY

DATE	DISBURSEMENT	HST EXEMPT	HST NON-EXEMPT	PLUS 13% H.S.T.	TOTAL
06/22/11	Courier Charge – provide DVD-Rom to Pinchin Environmental		\$22.00	\$2.86	\$24.86
06/01/11 06/30/11	Long Distance Calls – Various calls from June 1, 2011 – June 30, 2011		\$5.78	\$0.75	\$6.53
06/01/11 06/30/11	Postage - June 1, 2011 – June 30, 2011		\$0.59	\$0.08	\$0.67
TOTAL DISBURSEMENTS:			\$28.37	\$3.68	\$32.06

TOTAL FEES AND APPLICABLE TAXES:	\$9,032.51
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THIS IS OUR FEE APPLICATION,
Per:

SCARFONE HAWKINS LLP
E. & O.E.

*Del. Bankr. LR 2016-2(e)(iii) allows for
\$.10 per page for photocopies.

EXHIBIT B

CERTIFICATION PURSUANT TO DEL. BANKR. LR. 2016-2(f)

PROVINCE OF ONTARIO :
: SS
CITY OF HAMILTON :

I, David Thompson, after being duly sworn according to law, depose and say as follows:

1. I am a partner of the applicant firm, Scarfone Hawkins LLP (the "Firm").

2. On February 9, 2006, the CCAA Court entered an Order appointing Lauzon Bélanger inc.

and Scarfone Hawkins LLP as Representative Counsel ("Representative Counsel").

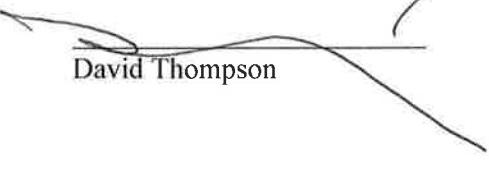
3. On March 19, 2010, this Court signed a Modified Order appointing Representative Counsel as Special Counsel ("Special Counsel") for the Canadian ZAI Claimants *nunc pro tunc* to December 21, 2009, through the effective date of the plan.

4. Special Counsel has rendered professional services as counsel for the Canadian ZAI Claimants.

5. I am familiar with the other work performed on behalf of Special Counsel by the lawyers and paraprofessionals of the Firm.

4. I have reviewed the foregoing monthly application of Scarfone Hawkins as Special Counsel and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. LR 2016-2 and the Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Revised Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members, signed April 17, 2002, and submit that the Application is correct and materially complies with the applicable orders, rules, guidelines and requirements as set forth by, this Bankruptcy Court and the Executive Office for the United States Trustee.

I verify under penalty of perjury that the foregoing is true and correct.



David Thompson

SWORN AND SUBSCRIBED

Before me this 4th day of August, 2011.



Cindy L. Yates

Notary Public

My Commission Expires: _____

Cindy Lea Yates, a Commissioner, etc.,
City of Hamilton, for Scarfone Hawkins LLP,
Barristers and Solicitors.
Expires March 21, 2012.